

SEP 12 '11 -3 35 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

September 7, 2011

Chief Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated August 23, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22581.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Cascade and Columbia River Railroad Co.
7411 Fullerton Street
Suite 300
Jacksonville, FL 32256

A description of the railroad equipment covered by the enclosed document is for sixty-two (62) flat cars; having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397.
Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(CSCD160)

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ASSGN. NO. CSCD160

MEMORANDUM OF LEASE

JURAT TRANSPORTATION BOARD

23rd THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23rd day of August, 2011, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Cascade and Columbia River Railroad Co. ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 15, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 153 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of March 7, 2010, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: K.A. DombrowskiName: K.A. DOMBROWSKITitle: DIRECTOR OF DOCUMENTATIONBy: John J. ThomasName: John J. ThomasTitle: PresidentExecuted on this 23rd day of August, 2011.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23rd day of Aug., 2011.

Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

CASCADE AND COLUMBIA RIVER RAILROAD CO.

By: [Signature]

Name: JAMES SHEFFERDINE

Title: VP - OPERATIONS

ATTEST:

By: David McCloud

Name: David McCloud

Title: Director Fleet Mgt. Executed on this 18TH day of August, 2011.

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

I, Bonnie D. Hatfield, a Notary Public of the County and State aforesaid, certify that James Sheffeldine personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 18th day of August, 2011.

Bonnie D. Hatfield
Notary Public

Commission Expires:

10/30/2011
(Notary Public)

BONNIE D. HATFIELD
Notary Public, State of Florida
My comm expires Oct 30, 2011
Comm No DD 730296

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Sixty-two (62)

DESCRIPTION OF CARS: 60'6"-61', 268 GRL bulkhead flat Cars.

CAR NUMBERS:

NOKL 725007	NOKL 725352
NOKL 725022	NOKL 725355
NOKL 725031	NOKL 725356
NOKL 725032	NOKL 725357
NOKL 725037	NOKL 725358
NOKL 725044	NOKL 725360
NOKL 725050	NOKL 725361
NOKL 725063	NOKL 725362
NOKL 725066	NOKL 725364
NOKL 725078	NOKL 725366
NOKL 725086	NOKL 725367
NOKL 725087	NOKL 725369
NOKL 725096	NOKL 725370
NOKL 725097	NOKL 725371
NOKL 725206	NOKL 725373
NOKL 725207	NOKL 725374
NOKL 725209	NOKL 725375
NOKL 725214	NOKL 725377
NOKL 725215	NOKL 725378
NOKL 725216	NOKL 725380
NOKL 725217	NOKL 725381
NOKL 725218	NOKL 725382
NOKL 725219	NOKL 725384
NOKL 725221	NOKL 725385
NOKL 725312	NOKL 725386
NOKL 725314	NOKL 725387
NOKL 725315	
NOKL 725316	
NOKL 725317	
NOKL 725318	
NOKL 725321	
NOKL 725323	
NOKL 725324	
NOKL 725325	
NOKL 725349	
NOKL 725350	